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February 17, 2011

Ms. Marlene H. Dortch, Secretary
Federal Communications Commission
445 Twelfth Street, SW
Washington, DC 20554

Re: Notice of Oral *Ex Parte* Communication
***Applications Filed By Qwest Communications International Inc. And CenturyTel, Inc., D/B/A/ CenturyLink for Consent to Transfer of Control*,**
WC Docket No. 10-110

Dear Ms. Dortch:

We submit this notice in compliance with Section 1.1206(b) of the Commission's rules.

On February 17, 2011, Joel Kelsey, Political Adviser for Free Press, and I met with Margaret McCarthy, Legal Advisor to Commissioner Michael J. Copps. We advocated that the Commission require two conditions in connection with the proposed merger between Qwest Communications International and CenturyLink.

First, we argued that a condition requiring the merged entity to abide by open Internet principles is necessary to protect the public interest. We suggested that an open Internet conditions like that used in the Comcast-NBCU merger would be appropriate, and that the Commission also imposed similar open Internet and non-discrimination protections in the AT&T-SBC, Verizon-MCI and AT&T-Bell South mergers.

We noted that such a condition is necessary because both Qwest and CenturyLink expressed skepticism and opposition to the open Internet framework adopted by the Commission in December. In particular, CenturyLink argued that it would exceed Commission's authority. Also, in various filings the merging parties have suggested that the combined entity will increase its offering of content over its IP networks, noting that the merger will give the combined entity the "enhanced ability to competitively roll out strategic products such as IPTV and other high bandwidth services," and that it views the combined entity as an "attractive strategic product and service partner."

We also noted that open Internet conditions would address numerous merger specific harms. The vastly increased sized of the combined entity gives it more ability to exact leverage over content and consumers, and that for 5 million broadband consumers, the merged entity

would be at best one of two choices for broadband in significant parts of the Western and Midwestern United States. We also discussed how this merger between two companies to form a single entity was vastly different than the previously approved transaction between Verizon and Frontier, noting the latter case involved one very large vertically integrated company selling a portion of its assets to another company.

Therefore, it is prudent to apply open Internet conditions, given the numerous problematic and increased content discrimination incentives, and also given that it is highly likely that the Commission will approve this transaction before the appeals process on the December order is completed.

Second, we also argued that a condition ensuring that the merged entity not increase, but reduce its burden on the Universal Service Fund is necessary to ensure the public truly sees the maximum benefits of this merger. We noted that the merging parties are making, and will be held to build-out requirements as a condition of the merger, and that the combined entity should not expect to use USF monies to meet these commitments. We noted that the merging parties have repeatedly justified the transaction by noting the supposed "synergies" and increased efficiencies that the transaction would bring, and pointed out that this at a minimum means the combined entity's draw from the USF should not increase, and should in fact continue to decrease. We finally noted past precedent in this area with the phasing out of CETC USF support to Sprint and Verizon Wireless resulting from their mergers with competing wireless carriers.

Very truly yours,

_____/s/_____

Aparna Sridhar
Policy Counsel

cc: Margaret McCarthy